

AMENDED AND RESTATED
CODE OF BY-LAWS
OF
THE GOVERNMENTAL AFFAIRS SOCIETY
OF INDIANA, INC.

ARTICLE 1

Name and Purpose

Section 1.1. Name. The name of the Society is The Governmental Affairs Society of Indiana, Inc. (hereinafter referred to as the "Society").

Section 1.2. Registered Agent and Registered Office. The name of the Registered Agent is Jennifer Hallowell, and the address of the Registered Office at which the Registered Agent may be reached is, 6919 Royal Oakland Dr., Indianapolis, IN 46236. The location of the Registered Office of the Society or the designation of its Registered Agent, or both, may be changed at any time or from time to time when authorized by the Board of Directors of the Society (the "**Board**" or the "**Board of Directors**") by filing a notice of change with the Indiana Secretary of State on or before the day any such change is to take effect, or as soon as possible after the death of the Registered Agent or other unforeseen termination of the Registered Agent's agency.

Section 1.3. Purposes. The Society is a mutual benefit corporation organized exclusively to promote the common business interests of its Members within the meaning of Section 501(c)(6) of the Internal Code of 1986, as the same may be amended from time to time, or the corresponding provisions of any future United States revenue law. As thus limited, the purposes for which the Society is organized include:

(a) assisting Members of the Society to more effectively represent their employer in the area of governmental affairs by providing professional development opportunities; and

(b) encouraging and assisting Members in maintaining a high degree of professional and ethical conduct in all transactions with governmental entities.

ARTICLE 2

Membership

Section 2.1. Classes of Members: Voting Rights, Rights, Preferences, Limitations and Restrictions of Classes. Membership in the Society shall be governed by the provisions of the Articles of Incorporation of the Society.

Section 2.2. Procedure for Nominating Membership Status. Prospective Members shall be nominated in the following manner:

(a) Upon request from any Member, the Executive Director shall make available new Member applications with an accompanying document clearly explaining the membership procedure.

(b) Completed applications including a signed ethical statement shall be submitted to the Executive Director in writing and shall provide a concise account of the applicant's education and experience. The application and signature for the ethical statement may be submitted through

electronic means. The Executive Director shall then forward a copy of the application to the Membership Committee of the Board.

- (c) The Membership Committee shall review all such applications and report their recommendations to the Board prior to any action by the Board.
- (d) Each application shall be proposed by a Member in a form prescribed by the Board and seconded by two (2) Members. The proposer and seconding Members shall take into account the applicant's moral and ethical standing and their interest in and ability to contribute to the purposes of the Society. The Board may act on all pending applications at any meeting of the Board. The Board may act via electronic means to approve or deny the application. Any action taken electronically shall be reflected in the Board's minutes or the next Board meeting.

Section 2.4. Membership Status. Each Member of the Society shall maintain membership status by maintaining their lobby registration in good standing and providing annual payment for Member dues, unless otherwise approved by the Board of Directors.

Section 2.5. Transfer of Membership. Membership in the Society is not transferable or assignable except with the consent of the Board of Directors.

Section 2.6. Membership Resignation or Non-renewal. A member may withdraw from the Society by sending written notice to the Executive Director, which will be effective upon receipt. The Board of Directors may choose not to renew the membership of any member who has not satisfied the membership requirements or failed to uphold the purposes of the Society.

ARTICLE 3

Meetings of Members

Section 3.1. Meetings of Members. Meetings of the Members shall be held as specified in the respective notices.

Section 3.2. Annual Meetings. The annual meeting of the Members shall be held each year in September, or at such other times as the Board of Directors may determine. At the annual meeting, the Members shall elect the Board of Directors and officers for the coming year in accordance with the provisions of these By-Laws and transact such other business as may properly come before the meeting. The failure to hold such annual meetings at the designated time shall not work any forfeiture dissolution of the Society.

Section 3.3. Special Meetings. A special meeting of the Members may be called by the President, by resolution of a majority of the Board of Directors, or upon a written petition of at least ten percent (10%) of the Members. The resolution or petition shall be presented to the President or Executive Director and shall state the purpose for which the meeting is to be called. No business shall be transacted at a special meeting except as stated in the resolution or petition.

Section 3.4. Notice of Meetings. Written notice stating the date, time and place of any meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Executive Director to allow reasonable notice of the meeting prior to the date of such meeting. The notice shall be mailed or delivered to each Member of record at such address as it appears in the records of the Society. Such notice may be delivered electronically to Members unless a Member has otherwise stated an alternative preference.

Section 3.5. Quorum. The votes of all Members present in person at any meeting shall constitute a quorum. A majority vote of such quorum shall be necessary for the transaction of any business at the meeting, unless the decision of a greater number is required by law, the Articles of Incorporation, or these By-Laws.

Section 3.6. Proxies. Voting by written proxy shall not be allowed at any meeting of the Members.

Section 3.7. Action Without a Meeting. Any action which may be taken at a meeting of the Members may be taken without a meeting if, prior to such action, written consents thereto are signed by eighty percent (80%) of the Members and such written consents are filed with the minutes of the Society.

Section 3.8. Meeting by Teleconference. Any or all of the Members may participate in an annual or special meeting by or through the use of any method of communication by which all Members participating may simultaneously hear each other during the meeting. Participation in a meeting using these methods constitutes presence in person at the meeting and affords the Member the right to vote on all matters before the Board.

ARTICLE 4

Governance

Section 4.1. Number. The business and affairs shall be managed by the Board of Directors. The Board of Directors shall consist of eighteen (18) Members elected by the Members at the annual meeting of the Members of the Society and shall also include the immediate Past President of the Society as an ex-officio Member.

Section 4.2. Qualifications of Directors. No person shall be eligible to serve as a Director unless this person is a Member of the Society.

Section 4.3. Terms of Directors. The Directors shall be elected for a term of three (3) years. The total number of Directors shall be divided into three (3) groups as nearly equal in number as possible, with the terms of office of one group expiring at the end of each year. A Director shall be eligible to serve two (2) three (3) year term and shall not be eligible for reelection for a period of one (1) year.

Section 4.4. Resignation or Removal of Directors. Any Director may resign at any time by giving written notice to the Executive Director. Such resignation shall take effect at the time specified therein, or, if no such time is specified, immediately upon its receipt by the Executive Director. Any or all Members of the Board of Directors may be removed at any time with or without cause by a vote of the majority of all the Members then entitled to vote at an election of Directors, at any meeting of the Members called expressly for that purpose.

Section 4.5. Board Representation. When appointing Members to the Board of Directors, the Nominating Committee shall strive to nominate lobbyists from a broad range of industries, companies and subject matters. The Nominating Committee shall avoid appointing multiple members to the Board of Directors from a single company, association or firm. The Nominating Committee shall also avoid nominating a member from a company, association or firm that is already represented on the Board. However, if, after being appointed, a Director joins a company or firm that already has representation on the Board of Directors, neither Director is required to step down, and both Directors may complete their current three (3) year term. If through job changes, a single company, association or firm is represented by two (2) Directors or more, the Nominating Committee, in consultation with the two (2) Directors from the single company, association, or firm, shall reassess, upon the expiration of the Members' term(s), which Member(s) should be eligible for another term.

Section 4.6 Vacancies. In the event that all Directors have been removed the Members shall designate an interim President for purposes of appointing a nominating committee. The nominating committee shall report its slate of Officers to the interim President not later than sixty days. Any vacancy on

the Board of Directors may be filled by the remaining Directors. Any Director so elected shall hold office for the unexpired term of the vacancy and shall be eligible to succeed him or herself for a regular term of three years.

Section 4.7. Compensation. No Director shall receive any compensation for serving as a Director except to such extent as may be expressly authorized by a majority vote of the Members.

Section 4.8. Annual Meetings. The annual meeting of the Directors shall be held in conjunction with the annual meeting of the Members at the place where such meeting of the Members was held, unless the President or five (5) Members of the Board designate an alternate time or place. No notice shall be necessary for this annual meeting.

Section 4.9. Special Meetings. A special meeting of the Directors may be called by the President or a majority of the Members who shall give written notice thereof to the Executive Director who shall either personally, by mail, or electronically, at least two (2) days prior to the date of such meeting, give notice to all the Members of the Board of Directors. The notice of such meeting shall state the date, time, place and purpose for which the meeting is to be called.

Section 4.10. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority vote of the Directors. The Executive Director shall give notice of regular meetings of the Board to each Director personally by United States mail or electronically at least three (3) days prior to the date of such meeting. The notice of such meeting shall state the date, time, and place of the meeting.

Section 4.11 Regular Meetings of the Executive Committee. Whenever the Board of Directors meets for a regular meeting, the Executive Committee shall plan to meet on the same day of the Board of Directors meeting. The Executive Director, the Executive Director's staff, and other Directors shall not be present during the meetings of the Executive Committee, unless requested to be present by the Executive Committee.

Section 4.12. Waiver of Notice. Notice of any meeting may be waived in writing by any Director if the waiver sets forth in reasonable detail the time and place of the meeting and the purposes thereof. Attendance at any meeting in person shall constitute a waiver of notice of such meeting.

Section 4.13. Quorum. Except where otherwise expressly provided in this Code of By-Laws or the Indiana Nonprofit Council Act of 1991, the presence of one third (1/3) of all Directors entitled to vote at any meeting shall constitute a quorum at all meetings. A majority vote of such quorum shall be necessary for the transaction of any business at the meeting, unless the decision of a greater number is required by law, the Articles of Incorporation, or these By-Laws.

Section 4.14 Action without Meeting: Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if, prior to such action, written consents or electronic correspondence setting forth the action to be taken shall be signed or submitted via electronic format by all Members of the Board of Directors and such written consent shall be filed with the minutes of the proceedings of the Board as deemed necessary by the Board at subsequent meetings.

Section 4.15. Meeting by Teleconference. Any or all of the Members of the Board of Directors may participate in an annual, regular or special meeting by or through the use of any means of communication by which all Members of the Board of Directors participating may simultaneously hear each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting and affords the Member the right to vote on matters before the Board.

Section 4.16 Meaning of Mail Voting. For purposes of these bylaws, mail voting means voting by United States Mail, postage prepaid, any private postal service, i.e., Federal Express, voting by or electronic mail, all collectively referred to as "mail".

ARTICLE 5

Officers

Section 5.1. Officers. The officers shall be a President; a Vice-President; a Secretary; and a Treasurer. All Officers must be a Member of the Board of Directors

Section 5.2. Officer Compensation. No officer, unless specifically authorized by the Board of Directors, shall receive any compensation other than reimbursement for expenses incurred while on Society business.

Section 5.3. Election. At its annual meeting, the Members shall elect a Vice President, a Secretary, and a Treasurer, for a term of one year. If the annual meeting of the Members is not held at the time designated in these By-Laws, such failure shall not cause any defect in the corporate existence of the Society, but the officers for the time being shall hold over until their successors are chosen and qualified, unless sooner removed as provided for by applicable law. The Vice President for the preceding year shall automatically be nominated to the office of President.

Section 5.4. Effective Date. Newly elected officers shall take office at the meeting of the Board of Directors immediately following the adjournment of Annual Meeting sine die.

Section 5.5. Vacancies. In the event of the death, resignation, inability or incapacity of the President, the Vice President shall assume the office of President and serve for the unexpired term. In such event, the new President shall also serve his full term as President in the event of the death, resignation, inability or incapacity of the Vice President, Secretary or Treasurer, a successor shall be appointed by the Board who shall serve until the next annual meeting of the Members and until a successor is chosen and qualified, unless sooner removed as provided for by applicable law.

Section 5.6. Resignation and Removal. Any officer of the Society may resign at any time by giving written notice to the Secretary of the Society. Such resignation shall take effect at the time specified therein, or, if no such time is specified, immediately upon its receipt by the Secretary of the Society. Any elective officer of the Society may be removed, either with or without cause, by a vote of the majority of all Members.

ARTICLE 6

Duties of Officers

Section 6.1. The President. The President shall be the chief executive officer of the Society. The President shall preside at all meetings of the Members and of the Board of Directors, and, subject to the approval of the Board of Directors, shall direct the policies and management of the Society. The President shall discharge all the duties inherent to a presiding officer and perform such other duties as from time to time may be assigned to the President by the Board of Directors or as prescribed by law or these By-Laws. The President and the President-Elect shall be Members ex-officio of all committees, except the Nominating Committee. The President shall appoint the Members and Chair Persons of all standing committees of the Society, which Chair Persons shall serve solely at the pleasure of the person who appoints them and only so long as he or she is President

Section 6.2. Vice President. In the absence of the President, the Vice President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as these By-Laws may require or the Board of Directors may prescribe. The Vice President, at the time he becomes such, shall appoint Chair Persons-Elect to be Chair Persons-Elect of all standing committees of the Society for which they were appointed and shall serve as Chair Persons of their respective Committees in the absence of the Chair Person. They shall serve solely at the pleasure of the person who appoints them and only so long as he or she is Vice President.

Section 6.3. The Executive Director. The Executive Director shall attend all meetings of the Members and of the Board of Directors, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Board of Directors, when required. The Executive Director shall attend to the giving and serving of all notices of the Society. The Executive Director shall keep the membership records of the Society and shall perform such other duties as these By-Laws may require, or the Board of Directors may prescribe.

Section 6.4. Executive Director Transition Procedures. If for any reason, the Executive Director position becomes vacant and needs to be filled, the Executive Committee shall:

- A. Develop objective criteria to be used to evaluate the candidates.
- B. Issue a request for proposal for a new executive director.
- C. Review proposals against objective criteria, including but not limited to interviewing potential candidates, and requesting additional documentation.
- D. Make a recommendation to the Board of Directors based on the established objective criteria.
- E. Conduct an exit interview with the previous Executive Director in order to determine gaps, comments or areas of improvement before creating criteria for the anticipated RFP.

The Board of Directors shall then vote on a replacement through a secret ballot. If, after the first round of voting, no candidate has received a majority of votes, the candidate who received the fewest number of votes will be dropped off and voting will commence again by secret ballot. Rounds of voting shall continue in a like manner until a candidate has received a majority of votes from the Directors.

Section 6.5. The Treasurer. The Treasurer shall maintain a correct and complete record of account showing accurately at all times the financial condition of the Society. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the society. The Treasurer shall immediately deposit all funds of the Society coming into the Treasurer's hands in some reliable bank or other depository to be designated by the Board of Directors and shall keep such bank account in the name of the Society. The financial records of the Society may be audited annually in such manner and by such persons as shall be designated by the Board of Directors.

Section 6.6. Delegation of Authority. In case of the absence of any officer of the Society, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Member of the Board of Directors, for the time being, provided a majority of the entire Board concurs therein.

ARTICLE 7

Committees

Section 7.1. Committees. The Standing Committees of the Society shall be as follows:

Executive Committee
Membership Committee
Ethics Committee
Nominating Committee

Section 7.2. Executive Committee. The Executive Committee shall consist of five (5) Members, the President, Vice President, Secretary, Treasurer and the immediate Past President. The Executive Committee shall have and exercise all the authority of the Board of Directors in the management of the Society, except those expressly denied by the Articles, the Board, or these By-Laws. All actions by the Executive Committee shall be reported to the Board of Directors at the next meeting thereof and shall be subject to rescission or modification by the Board of Directors unless the rights of third persons would be prejudicially affected by such rescission or modification.

Section 7.3. Membership Committee. The Membership Committee shall, among other things, be responsible for the development of new Members and the recognition of Members. All applications for membership shall be referred to the Membership Committee whose duties shall be to make due inquiry with respect to eligibility of the applicant and report their recommendations to the Board of Directors prior to any action taken by the Board on the application, unless the Board of Directors waives the time requirement

Section 7.4. Nominating Committee. The Nominating Committee shall consist of three (3) Members, the Past President and two (2) Members appointed by the President. The Nominating Committee shall place in nomination Members of the Society for all offices and vacancies on the Board of Directors to be filled at the annual elections of the Members of the Society and the Board. It shall be the duty of the Chairman of the Nominating Committee, no less than forty-five (45) days prior to the annual meetings of both the Members of the Society and the Board to report its nomination for officers and vacancies on the Board to the President and Executive Director. Following the presentation of the nominations proposed by the Nominating Committee, an opportunity shall also be given for nominations from the floor before the nominations shall be closed.

Section 7.5. Ethics Committee. The Ethics Committee shall be responsible for maintaining the ethical standards of the Members of the Society. The Ethics Committee shall, among other things, remind the Members that they are not merely advocates of their employers' interest, nor merely a conduit between their employers, on the one hand, and the legislator and the regulators on the other. Rather, the Ethics Committee shall encourage the Members to effectively educate their employers, the legislator, and the regulators as to the problems of the other, thereby causing the Members to become a positive force for the good solution of public problems.

Section 7.6. Ad Hoc Committees. The Board of Directors shall appoint Ad Hoc Committees, from time to time, as may be essential to accomplish the objectives of the Society.

ARTICLE 8

Dues and Assessments

Section 8.1. Annual Dues. The Society shall establish a rate for dues payment by Members deemed adequate by the Board of Directors, based upon such equitable basis as may be adopted by the Board of Directors. No Member whose current dues are unpaid more than ninety (90) days beyond the due date shall be entitled to vote at any meeting of the Members or be entitled to any of the advantages of membership. The Board of Directors may establish a discounted member dues rate for select nonprofit organizations.

Section 8.2. Special Assessments. At any time, the Society, by an affirmative vote of the Members of the Society, may levy special assessments on the Members as may be required to meet any necessary expenses of the Society.

ARTICLE 9

Miscellaneous

Section 9.1. Indemnification of Directors, Officers and Employees. The Society shall indemnify any individual made a party to any action, suit or proceeding by reason of the fact that such individual is or was a Member of the Board of Directors, officer, employee or agent of the Society against all liability and reasonable expense incurred or suffered by such individual in connection therewith, if:

the individual's conduct was in good faith; and

the individual reasonably believed:

(i) in the case of conduct in the individual's official capacity with the Society, that the individual's conduct was in its best interests; and

(ii) in all other cases, that the individual's conduct was at least not opposed to the Society's best interests; and

in the case of any criminal proceeding, the individual either:

(i) had reasonable cause to believe the individual's conduct was lawful; or

(ii) had no reasonable cause to believe the individual's conduct was unlawful.

The terms used in this section shall have the same meaning as set forth in IC 23-17 et seq. Nothing contained in this section shall limit or preclude the ability of the Society to otherwise indemnify or to advance expenses to any Member of the Board of Directors, officer, employee or agent

Section 9.2. Contracts and Checks. All contracts and agreements entered into by the Society and all checks, drafts and bills of exchange, and orders for the payment of money shall, in the conduct of the ordinary course of business of the Society, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by the President or the Treasurer, singly. Any one of the documents heretofore mentioned in this section for use outside of the ordinary course of business of the society, or any deeds, mortgages, notes or bonds of the Society, shall be executed by and require the signature of the President and the Treasurer, jointly, unless otherwise directed by the Board of Directors of the Society unless otherwise required by law.

Section 9.3. Amendments to Code of By-laws. This Code of By-Laws may be amended by the Board of Directors, provided that a number of directors equal to three-fifths (3/5) of the number which would constitute a full Board of Directors at the time of such action vote affirmatively for such action. The By-Laws may also be amended by an affirmative vote of a majority of the eligible Members of the Society present and voting at a duly scheduled meeting.

Section 9.4. Calendar Year. The Society shall use a calendar year.

Section 9.5. Parliamentary Authority. The most current edition of Robert's Rules of Order shall govern the conduct of business in all meetings of the Members of the Society, the Board of Directors, the Standing Committees, and the Ad Hoc Committees in all cases in which they are applicable and in which they are not inconsistent with these By-Laws.

Section 9.6 Definitions.

i. Members, as used in these By-Laws, means members of the Society.

ii. Notice, as used in this document, means any of the following: written or telecommunication - which allows the participants in the remote location to participate in the discussions, although they are not physically on the meeting site.

Section 9.7 Allen C. Steere Award. The Allen C. Steere Award is the award presented by the Society's Board of Directors to outstanding members of the Society who personify the standards of conduct contained in the Society's Statement of Ethical Principles. The award is not to be considered as a retirement award, or necessarily as an annual award, but a recognition of the outstanding conduct of a registered and active lobbyist who serves as a role model for his or her peers. When the Board of Directors decides to present the Award, it is to be presented at the Annual Meeting of the Members of the Society.

Section 9.8 Retiring Member Acknowledgement. The board may recommend an appropriate gift to be given to retiring members. To receive the gift, an individual must be nominated by a member of the Society and receive a majority of votes from members of the board.

As Amended April 2012.
As Amended November 2018
As Amended and Restated September 2019
As Amended November 2022